

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On May 5, 2006, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification, and (iii) upon the parties listed on Exhibit C hereto via postage pre-paid U.S. mail:

- 1) Fifth Supplemental Order Under 11 U.S.C. §§ 102(1) and 105 and Fed.R.Bankr.P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates and Certain Notice, Case Management, and Administrative Procedures (Docket No. 3629) [a copy of which is attached hereto as Exhibit D]
- 2) Third Supplemental Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (Docket No. 3630) [a copy of which is attached hereto as Exhibit E]
- 3) Debtors' Response to Motion of International Union, United Automobile, Aerospace and Implement Workers of America (UAW) to Limit Participation in Hearing on Section 1113 and Section 1114 Motion (Docket No. 3643) [a copy of which is attached hereto as Exhibit F]

On May 5, 2006, I caused to be served the document listed below upon the parties listed on Exhibit G hereto via overnight delivery:

- 4) Debtors' Response to Motion of International Union, United Automobile, Aerospace and Implement Workers of America (UAW) to Limit Participation in Hearing on Section 1113 and Section 1114 Motion (Docket No. 3643) [a copy of which is attached hereto as Exhibit F]

Dated: May 12, 2006

/s/ Evan Gershbein
Evan Gershbein

Subscribed and sworn to (or affirmed) before me on this 12th day of May, 2006, by Evan Gershbein, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature : /s/ Sarah Elizabeth Frankel

Commission Expires: 12/23/08

EXHIBIT A

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
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Dr Betty Anne Jacoby		18 Fox Hill Drive		Little Silver	NJ	07739-1008				Equity Security Holders Committee
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member
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EXHIBIT B

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FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	randall.eisenberg@fticonsulting.com	Financial Advisors to Debtors
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Professional Technologies Services	John V. Gorman	P.O. Box #304		Frankenmuth	MI	48734		989-385-3230	989-754-7690	They have no email address, have to be notified by mail	Corporate Secretary for Professional Technologies Services
Terra Law LLP	David B. Draper	60 S. Market Street	Suite 200	San Jose	CA	95113		408-299-1200	408-998-4895	ddraper@terra-law.com	Counsel for Maxim Integrated Products, Inc.

EXHIBIT D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	
	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	
	:	Case No. 05-44481 (RDD)
Debtors.	:	
	:	(Jointly Administered)
	:	
-----	x	

FIFTH SUPPLEMENTAL ORDER UNDER 11 U.S.C. §§ 102(1) AND 105
AND FED. R. BANKR. P. 2002(m), 9006, 9007, AND 9014 ESTABLISHING
OMNIBUS HEARING DATES AND CERTAIN NOTICE, CASE
MANAGEMENT, AND ADMINISTRATIVE PROCEDURES

("FIFTH SUPPLEMENTAL CASE MANAGEMENT ORDER")

Upon the motion, dated October 8, 2005 (the "Case Management Motion"),¹ of Delphi Corporation and certain of its domestic subsidiaries and affiliates, debtors and debtors-in-possession in the above captioned cases (collectively, the "Debtors"), for an order under 11 U.S.C. §§ 102(1), 105(a), and 105(d) and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 establishing (a) omnibus hearing dates, (b) certain notice, case management, and administrative procedures in the Debtors' chapter 11 cases, and (c) scheduling an initial case conference in accordance with Rule 1007-2(e) of the Local Bankruptcy Rules for the United States Bankruptcy Court for Southern District of New York; and this Court having entered an order granting the Case Management Motion on October 14, 2005 (Docket No. 245), a supplemental order on March 20, 2006 (Docket No. 2883) (the "Supplemental Order"), a second supplemental order on March 28, 2006 (Docket No. 2995) (the "Second Supplemental Order"), a third supplemental

¹ Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the Motion.

order on April 20, 2006 (Docket No. 3296) (the "Third Supplemental Order"), and a fourth supplemental order on May 3, 2006 (Docket No. 3589) (the "Fourth Supplemental Order"); and this Court having determined that changing the hearing date on which this Court shall conduct the Omnibus Hearing scheduled for July 27, 2006 in the manner set forth herein is appropriate and in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon, and good and sufficient cause appearing therefor, it is hereby

ORDERED THAT:

The Supplemental Order, the Second Supplemental Order, the Third Supplemental Order, and the Fourth Supplemental Order shall continue in full force and effect except as follows:

Paragraph 3 of the Supplemental Order shall be amended to provide that the Omnibus Hearing Date originally scheduled for July 27, 2006 at 10:00 a.m. (Prevailing Eastern Time) shall be changed to July 19, 2006 at 10:00 a.m. (Prevailing Eastern Time)

Dated: New York, New York
May 5, 2006

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT E

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
: In re : Chapter 11
: :
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: :
: Debtors. : (Jointly Administered)
: :
-----X

THIRD SUPPLEMENTAL ORDER UNDER 11 U.S.C. § 331
ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS

("THIRD SUPPLEMENTAL INTERIM COMPENSATION ORDER")

Upon the motion, dated October 8, 2005 (the "Motion"),¹ of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under section 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), establishing procedures for interim compensation and reimbursement of expenses of court-approved professionals and the appointment of a fee committee and establishing a protocol regarding the fee committee, its composition, mandate, and procedures in accordance with the Fee Committee And Fee Procedures Protocol attached hereto as Exhibit A (the "Fee Protocol"); and this Court having entered an order on November 4, 2005 (Docket No. 869) granting certain of the relief requested in the Motion (the "Initial Order"); and this Court having entered

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Motion For Administrative Order Under 11 U.S.C. § 331 (I).Establishing Procedure For Interim Compensation And
(cont'd)

supplemental orders on March 8, 2006 and March 28, 2006 (the "Supplemental Orders") (Docket Nos. 2747 and 2986) amending paragraphs 1(j) and 10 of the Initial Order regarding the deadlines for filing monthly compensation packages and interim and final fee applications; and upon the Affidavit Of Robert S. Miller, Jr. In Support Of Chapter 11 Petitions And First Day Orders, sworn to October 8, 2005 (Docket No. 7); and upon the record of the hearing held on the Motion including at the omnibus hearing held on April 7, 2006; and the official committee of unsecured creditors and the office of the United States Trustee having consented to the relief granted herein; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

The Initial Order and Supplemental Orders shall continue in full force and effect except as follows:

1. A Joint Fee Review Committee (the "Fee Committee") will be established in these cases consisting of a representative of: (a) the Office of the United States Trustee for this District; (b) the Debtors; and (c) the Official Committee of Unsecured Creditors.

2. The Fee Protocol is hereby approved subject to the terms and conditions thereof and incorporated herein.

(cont'd from previous page)

Reimbursement Of Expenses Of Professionals And (II) Setting A Final Hearing Thereon (the "Interim Compensation Motion") (Docket No. 11).

3. The Fee Committee shall meet on or prior to May 19, 2006 and establish implementation guidelines for the Fee Protocol and operating procedures for the Fee Committee. The first report of the Fee Committee will include a summary description of the implementation guidelines and operating procedures agreed to by the Fee Committee.

4. Each of the Chapter 11 Professionals shall serve and file with this Court its first application for interim or final court approval and allowance of compensation and reimbursement of expenses for the period ending on January 31, 2006 no later than May 31, 2006.

5. A hearing to consider approval of the first applications for interim or final court approval and allowance of compensation and reimbursement of expenses for the period ending January 31, 2006, shall be held on July 19, 2006, at 10:00 a.m. (Prevailing Eastern Time).

6. All monthly statements for all periods through and including March 31, 2006 for compensation and reimbursement of expenses of any Chapter 11 Professional shall be deemed timely served if served no later than May 31, 2006.

Dated: New York, New York
May 5, 2006

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Fee Committee And Fee Procedures Protocol

Fee Committee

In an effort to monitor the fees incurred in these chapter 11 cases, a fee committee (the "Fee Committee") is hereby appointed, nunc pro tunc to October 8, 2005. The Fee Committee is authorized to review and analyze fee statements and interim and final fee applications submitted by professionals appointed by this Court in these chapter 11 cases (the "Retained Professionals") and verify compliance with the other procedures described herein.

The procedures described herein are supplementary to the procedures and requirements established in this Court's November 4, 2005 Order Under 11 U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (Docket No. 869) as amended by supplemental orders entered on March 8, 2006 (Docket No. 2747) and March 28, 2006 (Docket No. 2986) (the "Fee Order"). In the event of a conflict between the provisions of the procedures and requirements described herein and those in the Fee Order, the Fee Committee Order (as defined below) shall control. The Fee Committee may, upon notice and application to this Court, seek modifications to this protocol to assist the Fee Committee in discharging its duties.

All capitalized terms not defined herein shall have the meanings ascribed to them in the Fee Order.

Composition Of Committee

The Fee Committee will consist of one voting member appointed by and representative of each of the Creditors' Committee (which shall be a designated representative of voting members of the Creditors' Committee) and the Debtors (which shall be any one of the General Counsel, the Chief Restructuring Officer, or the Chief Financial Officer of the Debtors; provided, however, that the Debtors may have more than one of such officers attend and participate in Committee meetings) and one person appointed by and representative of the U.S. Trustee. Each member of the Fee Committee will have one vote on all Fee Committee matters. The U.S. Trustee may designate herself, an Assistant U.S. Trustee, an attorney or other staff member in the Office of the U.S. Trustee or a third-party representative of the Office of the U.S. Trustee. No Retained Professional shall serve on or advise the Fee Committee in any capacity.

Within fourteen (14) calendar days of entry of an Order approving the establishment of the Fee Committee and these procedures (the "Fee Committee Order"), each

constituent group identified above shall advise the Debtors' attorneys of the identity of and contact information for its appointee to the Fee Committee and the designated contact person for each of such constituent group's professionals. Not later than twenty-eight (28) calendar days after entry of the Fee Committee Order, the Debtors' counsel, Skadden, Arps, Slate, Meagher & Flom LLP, will provide each member of the Fee Committee with: (i) a list of all appointees to the Fee Committee, including their contact information; (ii) a list of all designated contact persons for each of the Retained Professionals, including their contact information; (iii) a copy of each Retained Professional's retention application; and (iv) fee statements and interim fee applications filed by each Retained Professional, as applicable, and shall notify all Retained Professionals of the membership of the Fee Committee and the requirement that future fee statements and interim fee applications be served on the Fee Committee (through its Chairperson or designee).

The Fee Committee shall elect one member to serve as Chairperson. The Chairperson shall be responsible for, among other things, scheduling meetings, and collecting and distributing fee statements and applications.

In the event that a member of the Fee Committee resigns, the constituent group represented by that resigning member may designate a successor member. The Chairperson will be responsible for distributing contact information for the successor member. The Court may alter the membership of the Fee Committee at any time.

Compensation Of Committee Members

Members of the Fee Committee will receive no compensation for their service on the Fee Committee or time expended on Fee Committee matters. All members of the Fee Committee are entitled to reimbursement for reasonable, documented out-of-pocket costs and expenses from the estates. Such Fee Committee expenses include travel and lodging expenses for attendance at Fee Committee meetings, but does not include any fees or expenses for advice or assistance from a Retained Professional. Service on the Fee Committee will not entitle any member thereof to compensation under section 503(b) of the Bankruptcy Code, and any right to such claim is expressly waived.

Budgets

At the time set forth below, each Retained Professional shall prepare a budget of the professional fees it expects to incur over the course of each four month fee application period (a "Budget Period") during the pendency of these chapter 11 cases (a "Budget"). Each Budget shall set forth in reasonable detail the services anticipated to be provided over the Budget Period and the approximate aggregate fees to be incurred in connection with the rendition thereof. Such

services shall be allocated by task codes established by the Fee Committee.¹ Such task codes shall only apply to future services. Each Budget shall state whether the Retained Professional's client has approved the Budget.

Within thirty (30) calendar days of entry of the Fee Committee Order, counsel for the Chairperson shall serve on each Retained Professional a (i) timetable for the submission of all Budgets, (ii) a description of how the Fee Committee will assess the reasonableness of each fee application, (iii) and a description of any additional information or particular format that the Fee Committee may desire for Budgets, each of which shall be determined by the Fee Committee. The first of such Budgets (for the period from June 1, 2006 through September 30, 2006) will be due after the Fee Committee has approved the task codes and given notice of the task codes to the Retained Professionals (but no later than June 1, 2006), and each subsequent Budget will be due by no later than the 1st of each fourth month thereafter. The first of such Budgets shall include actual fees for each month of the chapter 11 cases during which the professional was retained (except fees for May, 2006 may be estimated).

Nothing herein shall require a Retained Professional to provide any information that would disclose privileged information or anything (including potential strategies) that in the Retained Professional's reasonable discretion could be damaging to its constituency. To preserve confidentiality, all Budgets or other information provided by any of the Retained Professionals shall be submitted on a confidential basis, subject only to (i) the Fee Committee's right to use the Budget on prior notice in connection with any fee dispute and (ii) the Retained Professional's right to seek a protective order or similar protection of information it claims confidential.

Even if actual fees significantly deviate from the amount of fees that have been budgeted by a Retained Professional, such deviation may not be a basis for the Fee Committee to object to a Retained Professional's fees. Instead, budgets will be submitted and analyzed with the understanding that they are based on assumptions and that it is not possible to predict the volume or course of the multitude of matters or issues that arise in chapter 11 cases and related litigation. Upon the filing by a Retained Professional of its interim fee application, it shall provide the Fee Committee with a written variance analysis comparing actual fees sought against the Budget for the appropriate time period (if any), and a written explanation of the major reasons for differences identified in such variance where such differences exceed 25% of the total fees requested. Such explanation shall be held in strict confidence by the Fee Committee and each member thereof and shall not be disclosed to any other party including such member's constituency or its advisors. On the submission of a monthly fee statement, interim fee application or final fee application, the Fee Committee shall review and, if determined to be

¹ The task codes established by the Fee Committee shall not be the only task codes utilized in these cases. To the extent that certain of the Retained Professionals require unique task codes for services that do not apply to other Retained Professionals, such Retained Professionals may continue to allocate fees to separate, customized task codes.

appropriate or desirable, discuss with such Retained Professional any material variance between the fees actually incurred and those projected to be incurred in the Budget.

Fee Disputes

All fee dispute procedures adopted by the Fee Committee shall be consistent with the Fee Order and not inconsistent with this Protocol.

The Fee Committee may contact the designee of any Retained Professional with respect to concerns it may have with respect to any fee statement or fee application to discuss, among other things, variances from such Retained Professional's Budget. The Fee Committee, by majority vote in accordance with the procedures set forth above, may distribute a confidential written statement to that Retained Professional describing any concern the Fee Committee may have with such Retained Professional's monthly statement or interim or final fee application ("Fee Committee Statement"). The Fee Committee and the Retained Professional served with such Fee Committee Statement shall endeavor to reach a mutually acceptable resolution of the issues raised by the Fee Committee. If the Fee Committee serves a Fee Committee Statement on a Retained Professional, the Chairperson shall notify the Debtors to assure compliance with the provisions of the Fee Order. Pending resolution of any dispute, the Debtors shall compensate such Retained Professional for any amount otherwise due and payable that is not the subject of the Fee Committee Statement. In the event that the Fee Committee and the Retained Professional cannot reach a resolution with respect to the issues raised by the Fee Committee Statement within a reasonable period of time (which shall not exceed 45 days), such disputed portion of the fee statement or fee application may be submitted by the Retained Professional to the Court for resolution. The timing and effect with respect to responses to any Fee Committee Statement shall be governed by the procedures set forth in the Fee Order for objections.

If a disputed fee matter arising out of or relating to fees and/or expenses of any Retained Professional is filed with the Court (a "Fee Dispute"), the Fee Committee, by majority vote, may file with the Court the previously issued Fee Committee Statement with respect to the Fee Dispute. Upon request of the Court, any member of the Fee Committee duly authorized by the Fee Committee, on behalf of the Fee Committee, may appear as a friend of the Court and be heard only with respect to (a) any Fee Committee Statement issued in relation to the Fee Dispute, (b) any objection to such Fee Committee Statement, and (c) the fee applications or statements implicated thereby. If the Fee Committee does not issue a Fee Committee Statement with respect to the Fee Dispute, upon request of the Court, the Chairperson, on behalf of the Fee Committee may make such recommendations to the Court as are authorized by the Fee Committee with respect to the matters raised in the Fee Dispute.

Nothing contained herein shall affect the right of any party in interest to object or otherwise respond to any monthly statement or interim or final fee application.

Subsequent Retentions

Any professional retained by order of the Court subsequent to the date hereof shall be bound by the Fee Committee Order and the Fee Order and shall immediately contact the Fee Committee to establish the submission of Budgets and fee statements or fee applications. The Fee Committee Order shall not be applicable to Ordinary Course Professionals.

Subject to further order of the Court, the Fee Committee may be authorized, upon appropriate application, to retain a fee examiner to assist the Fee Committee to effectively discharge the duties described herein, but no other professionals shall be retained. Such fee examiner may be charged by the Fee Committee with the following ministerial tasks, but would not be permitted to retain or be reimbursed for the costs of its own dedicated professionals: (a) reconciliation of hours/fees and expenses (to ascertain the arithmetic accuracy of the hours and fees through manual and computerized recomputation using the hourly rates provided by the professionals); (b) analysis of professional fee activities (to ascertain compliance with the rules and guidelines of the Court and the billing guidelines of the United States Trustee); (c) analysis of expenses (to ascertain compliance with the rules and guidelines of the Court and the billing guidelines of the United States Trustee); (d) such other compliance analysis as directed by the Fee Committee. A fee examiner's role shall be limited to providing quantitative analysis of individual fee applications to the Fee Committee for the Fee Committee's review and consideration but any recommendations or determinations regarding reasonableness or whether to initiate a Fee Dispute shall be determined solely by the Fee Committee after providing the Retained Professional with an opportunity for oral and written input to the Fee Committee.

Committee Exculpation And Indemnification

The Fee Committee and each member thereof are hereby appointed officers of the Court with respect to the performance of their duties on the Fee Committee and provided the maximum immunity permitted by law from civil actions for all acts taken or omitted in the performance of their duties and powers on the Fee Committee. No person or entity shall commence an action against the Fee Committee or any member thereof in connection with Fee Committee matters except in this Court.

The Fee Committee and each member thereof are hereby indemnified by the Debtors' estates for losses or costs of defense incurred as a result of acts taken or omitted, in each case in good faith, in the performance of their duties as a member of the Fee Committee.

Any and all claims or causes of action not instituted against the Fee Committee or any member thereof (solely in their capacity as a member of the Fee Committee) prior to the tenth calendar day after entry of an order determining the last final fee application in these cases shall be barred forever and discharged and all persons and entities shall be enjoined from prosecuting such claims in any manner thereafter.

Each Retained Professional may seek an Order on appropriate notice seeking relief from any of the provisions of the Fee Committee Order.

EXHIBIT F

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

DEBTORS' RESPONSE TO MOTION OF INTERNATIONAL UNION, UNITED
AUTOMOBILE, AEROSPACE AND IMPLEMENT WORKERS OF AMERICA (UAW) TO
LIMIT PARTICIPATION IN HEARING ON SECTION 1113 AND SECTION 1114 MOTION

1. Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this response (the "Response") to the Motion Of The International Union, United Automobile, Aerospace And Implement Workers Of America (the "UAW") To Limit Participation In The Hearing On Delphi's Section 1113 And Section 1114 Motion, dated April 26, 2006 (the "Motion"), and respectfully represent as follows:

Procedural Background

2. On May 9, 2006, this Court is scheduled to begin the hearing on the Debtors' Motion For Order Under 11 U.S.C. § 1113(c) Authorizing Rejection Of Collective Bargaining Agreements And Under 11 U.S.C. § 1114(g) Authorizing Modification Of Retiree Welfare Benefits, dated March 31, 2006 (Docket No. 3035) (the "1113/1114 Motion").

3. Wilmington Trust Company ("Wilmington"), Appaloosa Management L.P. ("Appaloosa"), and Wexford Capital LLC (together with Wilmington and Appaloosa, the "Objectors") have filed objections to the 1113/1114 Motion. Delphi's official committee of unsecured creditors (the "Creditors' Committee") filed a response in support of the 1113/1114 Motion. By its Motion, the UAW seeks to exclude the Objectors and the Creditors' Committee from participation in the hearing on the 1113/1114 Motion.¹

Argument

4. As this Court is aware, when the Debtors first considered the question of discovery for parties other than the unions in connection with the 1113/1114 Motion, the Debtors asserted that the Court should be guided by the decision of the United States Court of Appeals

¹ General Motors Corporation also filed preliminary and supplemental responses to the 1113/1114 Motion, and the affected unions filed objections to the 1113/1114 Motion. The UAW's Motion is not directed at any of these parties.

for the Seventh Circuit in In re UAL Corp., 408 F.3d 847, 851 (7th Cir. 2005). In UAL Corp., the court held that the term "interested party" for purposes of 11 U.S.C. § 1113 was not coincident with "party in interest" under 11 U.S.C. § 1109(b) and that therefore a fiduciary of the debtors' defined benefit plans could not participate in the collective bargaining agreement rejection hearing. The court stated that "[t]here is no reason to include in the § 1113 proceeding any person or entity whose consent would be unnecessary to a voluntary change in the [collective bargaining] agreement." 408 F.3d at 851.

5. This Court on May 1, 2006 ruled that Appaloosa should be granted discovery in respect of the 1113/1114 Motion. In compliance with that ruling, the Debtors subsequently provided to and permitted Appaloosa and Wilmington to participate in the discovery that the Debtors have given to their unions, as well as certain additional limited discovery. The Debtors have also prepared for the hearing on the 1113/1114 Motion with the expectation that all of the Objectors would participate in the hearing.

6. In light of the Court's oral ruling on May 1, the Debtors now take no position on the merits of the UAW's Motion except with respect to the participation of the Creditors' Committee and the official committee of equity security holders (the "Equity Committee" and, together with the Creditors' Committee, the "Statutory Committees"). The Debtors believe that the Statutory Committees do have standing to appear at and participate in the hearing on the 1113/1114 Motion. See, e.g., Term Loan Holder Comm. v. Ozer Group, L.L.C. (In re The Caldor Corp.), 303 F.3d 161, 175 (2d Cir. 2002) (11 U.S.C. § 1109(b) allows creditors' committee to intervene on "any issue in the case," whether arising in adversary proceeding or contested matter).

Notice Of Response

7. Notice of this Response has been provided in accordance with the Fifth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered May 5, 2006 (Docket No. 3629). In the circumstances, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

8. Because the legal points and authorities upon which this Response relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE, the Debtors respectfully request that this Court enter an order (a) permitting the Statutory Committees to participate in the hearing on the 1113/1114 Motion and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York
May 5, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
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- and -

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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT G

Contact	Company	Address 1	Address 2	City	State	Zip	PhoneNumber	Ext	Fax
Al Coven	UAW Local 699	1191 Bagley St		Saginaw	MI	48601	989-755-0569		989-753-6463
Bennie Calloway	UAW Local 2188	342 Perry House Rd.		Fitzgerald	GA	31750	229-423-6182		770-432-2673
Bill Riddle	UAW Local 659	1222 Glenwood		Flint	MI	48502			
Carl Kolb, Ted Williams	IUE-CWA Local 698	International Union of Electrical Workers	1001 Industrial Park Dr	Clinton	MS	39056-3211	601-925-2566		601-925-2581
Charles Scherer	IUOE 18S	12106 Rhodes Rd		Wayne	OH	43466			216-432-0370
Dan Riley	IBEW - Delphi E&C	7929 S. Howell Ave.	MC: 1-2	Oak Creek	WI	53154	414-768-3342		
Danny Baird	IUOE 101S	6601 Winchester		Kansas City	MO	64133			
Darel Green	UAW Local 1021	804 Meadowbrook Dr.		Olathe	KS	66062	913-782-3174		913-782-8478
Darrell Shepard	UAW Local 2157	4403 City View Dr.		Wichita Falls	TX	76305	940-855-1615		214-267-6565
David York	UAW Local 438	7435 S. Howell Ave.		Oak Creek	WI	53154	414-764-6650		414-762-2571
Dennis Bingham, Gary Adams	USW Local 87	21 Abbey Avenue		Dayton	OH	45417	937-268-6646	42	937-433-1770
Edwin Hill	IBEW	900 Seventh Street NW		Washington	DC	20001	202-833-7000		202-728-7676
Frank Andrews	UAW Local 686	524 Walnut St.		Lockport	NY	14094	716-433-6747		716-632-1797
Gary Resier	IUE-CWA Local 717	2950 Sierra Dr. NW		Warren	OH	44483	330-395-4875		330-395-4875
Henry Reichard	IUE-CWA Automotive Conf Board	2360 Dorothy Lane	Ste. 201	Dayton	OH	45439	937-294-7813		
Jack White	UAW Local 167	5545 Fieldstone Ct.		Middleville	MI	49333	616-245-1129		616-949-6866
James Clark	IUE-CWA Industrial Division	501 Third Street NW		Washington	DC	20001-2797	202-434-0656		202-434-1343
James Hurren	UAW Local 467	2104 Farmer St.		Saginaw	MI	48601	989-777-2630		989-753-6463
Jeff Curry	IAM District 10	1650 South 38th Street		Milwaukee	WI	53215	414-643-4334		
Joe Buckley	UAW Local 696	1543 Alwildy Ave		Dayton	OH	45408	937-228-2142		937-433-1770
John Clark	UAW Local 2031	5075 Belmere Dr.		Manitou Beach	MI	49253	517-263-4618		517-263-0015
John Huber	UAW Local 1097	221 Dewey Ave		Rochester	NY	14608			585-458-4360
Kizziah Polke	UAW Local 2083	c/o Delphi T & I Garry Gilliam		Cottondale	AL	35453	205-554-3181		
Larry Phillips	IUE-CWA Local 711	4605 Airport Rd.		Gadsden	AL	35904	256-413-4070		601-443-7697
Larry West	IUE-CWA Local 755	1675 Woodman Dr.		Dayton	OH	45432	937-253-4269		937-253-4269
Lattie Slusher	UAW Local 913	3114 S. Hayes Ave.		Sandusky	OH	44870	419-626-2897		419-893-4073
Leo W Gerard	United Steelworkers	Five Gateway Center		Pittsburg	PA	15222	412-562-2400		412-562-2484
Mark Proffitt	IUE-CWA Local 801	1250 W. Dorothy Lane	Suite 301	Dayton	OH	45439	937-224-7658		937-395-0078
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